

UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE

Capital L Group, LLC, Aegis
Capital, LLC, Holly Hunter,
and Hunter Advisor, LLC

v.

Civil No. 11-cv-204-JL

Karen L. Zaramba and Charter
Oak Capital Management

PROCEDURAL ORDER

Plaintiff Capital L Group, LLC filed suit against Karen L. Zaramba and Charter Oak Capital Management in this court, asserting various state-law claims. It subsequently amended the complaint twice; the second amendment resulted in the addition of Aegis Capital, LLC, Holly Hunter, and Hunter Advisor, LLC as plaintiffs. The sole basis for this court's jurisdiction invoked in each iteration of the complaint was diversity of the parties. See 28 U.S.C. § 1332(a)(1). The original complaint and both versions since allege that (1) Capital L is a Delaware limited liability company with its principal place of business in North Carolina; (2) Zaramba is a resident of Maine; and (3) Charter Oak is a Maine corporation with its principal place of business in Maine. The second amended complaint alleges that (4) Aegis Capital is a North Carolina limited liability company with "an address" in North Carolina; (5) Holly Hunter has "an address" in

New Hampshire; and (6) Hunter Advisor is a New Hampshire limited liability company with an address in New Hampshire.

For purposes of diversity jurisdiction, the only one of these allegations that sufficiently identifies the party's citizenship is (3)--a corporation like Charter Oak is deemed to be a citizen of both its state of incorporation and the state in which it has its principal place of business. Wachovia Bank v. Schmidt, 546 U.S. 303, 306 (2006). Limited liability companies such as Capital L, Aegis Capital, and Hunter Advisor, however, are deemed to be citizens of the same states as each of their members. D.B. Zwirn Special Opportunities Fund, L.P. v. Mehrotra, 661 F.3d 124, 125 (1st Cir. 2011). None of the complaints or other filings in this action contains any information regarding the citizenship of the members of any of these entities. And the citizenship of individuals such as Zaramba and Hunter is determined not by residence or address, but by domicile, i.e., "the place where one is present and intends to stay." Rodríguez v. Señor Frog's de la Isla, Inc., 642 F.3d 28, 32 (1st Cir. 2011). "A bare statement of residence or address only informs the Court as to where the plaintiff lives, not of which state he is a citizen and domiciliary." Lefkowitz v. Lider, 443 F. Supp. 352, 355 (D. Mass. 1978).

Based upon the information currently before it, then, the court cannot be certain of the citizenship of five of the six parties to this action. If any of the defendants are citizens of the same state of any of the plaintiffs, the court will, of course, lack diversity jurisdiction. Alvarez-Torres v. Ryder Memorial Hosp., Inc., 582 F.3d 47, 53-54 (1st Cir. 2009).

Accordingly, no later than **March 30, 2012**, counsel for the plaintiffs shall file an affidavit of jurisdictional facts with the court. The affidavit shall describe, to the best of plaintiffs' knowledge or belief:

1. The identities and place of citizenship of all members of Capital L Group, LLC, Aegis Capital, LLC, and Hunter Advisor, LLC as of the date this action was filed; and
2. The places of domicile of Holly Hunter and Karen Zaramba as of the date this action was filed.

In determining the place of citizenship of the members of Capital L, Aegis Capital, and Hunter Advisor, plaintiffs are reminded that, if any of those parties' members are themselves unincorporated entities, then the citizenship of each of the members or partners of those entities must also be determined.

D. B. Zwirn, 661 F.3d at 126-27. If defendants contest any of the facts set forth in the affidavit, they shall inform the court within seven days of its filing.

Failure to comply with this order will result in dismissal of the case for failure to show subject-matter jurisdiction.

SO ORDERED.



Joseph N. Laplante
United States District Judge

Dated: March 9, 2012

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